

BLACK HILLS CELTIC SOCIETY, INC.
A non-profit organization

Bylaws
Revised April 24, 2013

ARTICLE I

Name:

The name of the corporation shall be **Black Hills Celtic Society, Inc.**, aka “**Black Hills Celts**” or “**BHC**”.

ARTICLE II

The purposes for which the **Black Hills Celts** are formed are:

Section 1. To promote and foster Celtic heritage and culture within the Black Hills region through cultural events associated with the Celtic calendar such as dinners, music, dance, folklore, educational and athletic events, and community involvement through public oriented projects. Community involvement is defined as utilization of membership participation and organizational resources.

Section 2. **Black Hills Celts** was not formed for pecuniary or financial gain, and no part of the net earnings of **Black Hills Celts** shall incur to the benefit of, or be distributable to its members, trustees, officers, or other private persons, with the exception that **Black Hills Celts** shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth.

ARTICLE III

Basic Policies:

The following are the basic policies of **Black Hills Celts**:

Section 1. **Black Hills Celts** shall be noncommercial, nonsectarian, and nonpartisan. No part of the activities of **Black Hills Celts** shall be the fostering, lobbying, or otherwise attempting to influence legislation; the **Black Hills Celts** shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. The name **Black Hills Celts** or the name of any member in their official capacity shall not be used in connection with any commercial concern, with partisan interests or for any purposes not appropriately related to the promotion of the objectives of **Black Hills Celts**.

Section 3. **Black Hills Celts** may cooperate with any other organization and/or agency but persons representing **Black Hills Celts** in such matters shall make no binding commitments without a majority vote of a quorum of the general membership.

ARTICLE IV

Membership:

Section 1. Any individual who subscribes to the purposes and basic policies of **Black Hills Celts** may become a member and is subject to compliance with the provisions of these by-laws.

Section 2. Membership shall be either individual or family. An individual membership allows one vote. A family membership is comprised of two (2) adults and/or children under eighteen (18) and shall have two (2) votes

Section 3. Dues-paid members over the age of 18 shall be able to vote, make floor motions, participate in **Black Hills Celts** business meetings or serve in any of its elective or appointive offices. Guests are always welcome to attend meetings.

ARTICLE V

Special Interest Groups

Section 1. **Black Hills Celts** recognize special interest groups within the organization due to purpose or distance (ref Article II, Sec. 1)

Section 2. Affiliate funds:

- (a) Special event funds raised by special interest groups will be administered by the treasurer of the **Black Hill Celts** and will be separately accounted for and expended only for the specific purpose for which raised with consent of the special interest groups and **Black Hills Celts**.

ARTICLE VI

Dues:

The dues paid by members to **Black Hills Celts** shall be structured and set as recommended by the Board of Directors and approved by a majority vote of the membership. Dues amounts will be specified on the application form and billed to members on a calendar year basis.

ARTICLE VII

Officers and Their Election:

Section 1. Officers

The officers of **Black Hill Celts** shall consist of one each: President, Vice President, Secretary, and Treasurer.

- (a) Officers shall be elected every year by a majority vote at the final General Membership meeting of the fiscal year.
- (b) Officers shall assume their official duties following the St. Patrick's Day celebration and shall serve for a term of one (1) fiscal year.
- (c) There shall be no term limits for officers but they must be re-elected in the approved manner each year to retain office.

Section 2. Election

Only those active, dues-paid members who have signified their desire and consent to serve shall be nominated for or elected to such office.

Section 3. Vacancy

Should a vacancy occur in any office, it shall be filled for the remaining term by an active dues-paid member appointed by the President.

ARTICLE VIII

Duties of Officers:

Section 1. President

The President shall preside over at all meetings of **Black Hills Celts** and of the Board of Directors and shall perform duties as may be prescribed in these by-laws or assigned to him or her by the organization or by the Board of Directors; and shall coordinate the work of other officers and committees of **Black Hills Celts** in order to best promote its purposes.

Section 2. Vice President

The Vice President shall act as an aide to the President and shall perform the duties of the President in the absence or disability of the chief officer. The Vice President shall also serve as chairperson to the Program Committee and assume other duties as directed by the president or Board of Directors.

Section 3. Secretary

The Secretary shall record the minutes of all meetings of **Black Hills Celts** and of the Board of Directors; shall bring and publish all correspondence to the membership and reply in such case as appropriate and shall perform such other duties as may be delegated to that office.

Section 4. Treasurer

The Treasurer shall publish and present a financial report at least quarterly, and give at minimum a verbal report of financial status at each monthly meeting. The Treasurer shall be responsible for the maintenance of all books of account and records as to conform to the requirements of these by-laws and the state and federal requirements; shall monitor all procedures of any accounting staff as employed by **Black Hills Celts**; shall chair any budgetary committee if one is required; and shall perform other such duties as may be delegated to that office.

Section 5. At the discretion of the officers, a person may be appointed as Public Relations Representative.

Section 6. All officers shall perform their duties within parliamentary authority in addition to those outlined in these by-laws and those assigned as needed. All officers shall deliver to their successors all relevant official materials following the election of their successor.

ARTICLE IX

Board of Directors:

Section 1. The Board of Directors shall be composed of the officers of the BHC, four (4) elected members, the past president and an optional member of any organization with Celtic cultural interests to serve for one (1) fiscal year.

Section 2. The duties of the Board of Directors shall be:

- (a) Regularly attend membership and Board of Directors meetings.

- (b) Transact necessary business in the intervals between meetings and other business as may be referred to it by **Black Hills Celts**. All actions taken by the Board of Directors must be approved by a majority vote at the next regular meeting.
- (c) Annually review the organization and by-laws with a report to the general membership.

Section 3. Any actions taken by the Board of Directors shall be voted on by the general membership at the next general membership meeting.

ARTICLE X

Membership responsibilities

Membership in the **Black Hills Celts** incurs the responsibility of attending and supporting meetings and functions sponsored by the organization and the donation of time to further the efforts of the **Black Hills Celts**.

ARTICLE XI

Meetings:

Section 1. The membership meeting of **Black Hills Celts** will be held as scheduled. The last meeting of the fiscal year shall be considered the annual meeting, at which time the election of Officers and elected Directors will be held. Board of Directors meetings shall be held as called by the president or at least once annually.

Section 2. Special meetings of **Black Hills Celts** or its Board of Directors may be called at any time, with prior notification of the membership, or Board members, as appropriate; notification may be in person, via email, and/or telephone, as deemed necessary by the President or any four Board members to carry out the necessary business of **Black Hills Celts**.

Section 3. One-half (1/2) of members of the Board of Directors shall constitute a voting quorum of the Board of Directors. Ten percent (10%) of the dues-paid membership of **Black Hills Celts** shall constitute a voting quorum at the membership meetings.

ARTICLE XII

Standing and Special Committees:

Section 1. The President of **Black Hills Celts** shall have the authority to appoint such Committees and delegate such authority as needed to administer necessary business for the organization.

ARTICLE XIII

Amendments:

Any proposed additions or amendments to these by-laws may be introduced by any dues-paid member of **Black Hills Celts** at any regular meeting. In addition, such additions or amendments may be recommended by the action of a quorum of the members of the Board of Directors, and then introduced in the next regular membership meeting. After a minimum 30-day notice to the membership, a two-thirds vote of those dues-paid members present, constituting at least a quorum, at the following membership meeting will be necessary to pass such additions or amendments to the by-laws.

ARTICLE XIV

Liability, Compensation, and Dissolution:

Section 1. The extent of liability of the officers and directors of this corporation under contract, tort, or otherwise, shall be limited to the assets of **Black Hills Celts**. To the extent authorized under state law, **Black Hills Celts** shall indemnify and hold officers, directors, and members harmless from liability incurred within the scope of their duties.

Section 2. No officer or other functionary of **Black Hills Celts** shall receive direct compensation of any kind for their services, although exact reimbursement of expenses incurred on behalf of the organization shall be allowed to the extent authorized under state law.

Section 3. In the event of the dissolution or final liquidation of **Black Hills Celts**, all assets shall be donated to an area charitable organization; preferably one organized to promote similar heritage and cultural goals.